

APPENDIX L

NEC

NEC America, Inc.

NEC America, Inc.
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Tel. 516-753-7000
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April 23, 1993

Mr. Dan Henderson
33300 Mission Boulevard
Suite 131
Union City, California 94587

Re: Submission of your idea to NEC America, Inc.

Dear Mr. Henderson:

Per our telephone conversation last week, enclosed please find an agreement for your signature and notarization. NEC America, Inc. will not be able to engage in any discussion with you with respect to your idea until and unless you have executed, notarized and returned to my attention, the enclosed agreement.

Thank you very much for your interest in NEC America, Inc.

Sincerely,

Yoshimi Tomizawa-Shu

Yoshimi Tomizawa-Shu
Attorney

X 7050

Mvt w/ N.Y. Div. 1

Idea Submission Policy and Agreement

We understand that you have a new idea which you think will be of interest to NEC America, Inc. (the "Company"). You should realize that an idea which is new to you may be old to us or may be in the public domain. Thus, we have found that good business practice requires a full explanation of the condition under which we can review your idea.

1. Nonconfidential Disclosure

The Company cannot agree to hold your new idea in confidence because it may be helpful to disclose the idea to others for evaluation, and because agreements to hold in confidence have been found to entail other obligations which the Company cannot accept. It is understood, therefore, that no confidential relationship is entered into by reason of the fact that the Company is considering your submission.

2. No Obligations

Any submission is made on the understanding that the Company shall give it such consideration as it merits in the sole judgment of the Company. The Company assumes no obligation to evaluate or pursue the idea, and is under no obligation to reveal to you any information of the Company. Also, the Company has no obligation to return the submitted materials to you.

3. Title in New Idea

The Company will consider your new idea submission only at your request, and then only with your assurance that to the best of your knowledge you are the sole originator of the new idea, that you own it and that you have the legal right to negotiate with the Company concerning it.

4. Limited Rights to the New Idea

It is agreed that in protecting your new idea you shall rely solely on your rights under the patent, trademark, and copyright laws, and that consideration of your submission by the Company shall in no way impair the Company's right to contest the validity of your patent, trademark, or copyright.

5. No Compensation

No agreement for compensation shall be implied by the consideration or review of your new idea. Should the Company decide after due consideration that your idea

is novel and previously unavailable to the public or the state of the art and of use to it, the extent of your compensation will be determined by a written agreement between yourself and the Company.

Acceptance of the Policy and Agreement

I have read the Idea Submission Policy set forth above and I agree to accept each of the conditions contained in the Policy and Agreement.

Signature

Address: _____

City: _____

State: _____

Telephone: _____

Date: _____

State of _____

County of _____

Date: _____

I hereby certify that _____ appeared before me and acknowledged that he signed the attached submission as his personally known to the undersigned, free, voluntary act.

Notary Public

My commission expires:
